

Union Tank Car Company

7-307A046



Date NOV 3 1977

90 Half Day Road
Lincolnshire, Illinois 60015

Fee \$ 20

An Affiliate of
Trans Union Corporation

Direct Tel. No.: 312-295-4311 ICC Washington, D. C

RECORDATION NO. 6859-14 Filed & Recorded

October 31, 1977

NOV 3 1977-2 15 AM

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 6859-14 Filed & Recorded

NOV 3 1977-2 15 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Fifth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 25, 1977, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Harris Trust and Savings Bank, 111 West Monroe Street, Chicago, Illinois 60690 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of January 15, 1973, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 21 railroad cars, identified with the initials RTCX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 15 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are identified with the initials UTLX, and are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of January 15, 1973, which was recorded with your office on January 16, 1973, and assigned recordation number 6859. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

INTERSTATE
COMMERCE COMMISSION
RECEIVED

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ADMINISTRATIVE SERVICES
F MAIL BRANCH

Secretary
Interstate Commerce Commission
Page Two
October 31, 1977

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

A handwritten signature in dark ink, appearing to read "Arthur B. Hillman". The signature is written in a cursive, flowing style.

By: Arthur B. Hillman
Attorney

Encls.

STATE OF ILLINOIS)
)
COUNTY OF LAKE)

SS

RECORDATION NO. 6859-18 Filed & Recorded

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C E R T I F I C A T E

INTERSTATE COMMERCE COMMISSION

The undersigned, Donna S. Golson, a Notary Public in and for said County, states that she compared the attached copy of the Fifth Supplemental Equipment Trust Agreement the 25th day of October, 1977, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 31st day of October, 1977.

Donna S. Golson
Notary Public

THIS FIFTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 25, 1977, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and HARRIS TRUST AND SAVINGS BANK, a corporation duly organized and existing under the laws of the State of Illinois, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of January 15, 1973 (the "Trust Agreement"), providing for an issue of its Equipment Trust Certificates (Series 9) (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Fifth Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Fifth Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Fifth Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Fifth Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By 

Vice President

Attest:



Assistant Secretary

HARRIS TRUST AND SAVINGS BANK

By 

Vice President

Attest:



Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

On the 25th day of October, 1977, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 90 Half Day Road, Lincolnshire, Illinois 60015; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Donna S. Halson
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 28th day of October, 1977, before me personally came J. L. SPRENG, to me known, who being by me duly sworn, did depose and say that he resides at 111 West Monroe Street; that he is a Vice President of HARRIS TRUST AND SAVINGS BANK, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Lavette C. Seay
Notary Public

Lavette C. Seay, Notary Public
In and for the State of Illinois,
County of Cook
My Commision Expires November 29, 1980

Series 9

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
21	TM	21,000	RTCX27112-RTCX27132

SCHEDULE B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	TP	34,000	UTLX29372
1	TP	34,000	UTLX29428
1	TM	20,000	UTLX47817
1	TM	30,000	UTLX49585
1	TMI	20,000	UTLX73301
1	TMI	20,000	UTLX73302
1	TMI	20,000	UTLX73306
1	TMI	20,000	UTLX73319
1	TMI	20,000	UTLX73343
1	TMI	20,000	UTLX73661
1	TMI	16,000	UTLX74767
1	TMI	16,000	UTLX74778
1	TMI	16,000	UTLX74781
1	TMI	17,000	UTLX76042
1	TMI	23,500	UTLX77179